

THERAVANCE INC

Form 4

August 15, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEE JUNNING

(Last) (First) (Middle)

**THERAVANCE, INC., 951
GATEWAY BLVD.**

(Street)

**SOUTH SAN
FRANCISCO, CA 94080**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
THERAVANCE INC [THRX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP, Technical Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/13/2014		M		13,882	A	\$ 9.81	258,324	D
Common Stock	08/13/2014		M		12,516	A	\$ 14.53	270,840	D
Common Stock	08/13/2014		M		24,338	A	\$ 12.66	295,178	D
Common Stock	08/13/2014		M		23,705	A	\$ 12.66	318,883	D
Common Stock	08/13/2014		S		53,424	D	\$ 22.5 ⁽¹⁾	265,459	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.81	08/13/2014		M	13,882	(2) 09/03/2014	Common Stock	13,882
Stock Option (Right to Buy)	\$ 14.53	08/13/2014		M	12,516	(2) 02/09/2015	Common Stock	12,516
Stock Option (Right to Buy)	\$ 12.66	08/13/2014		M	24,338	(2) 10/03/2014	Common Stock	24,338
Stock Option (Right to Buy)	\$ 12.66	08/13/2014		M	23,705	(2) 10/03/2014	Common Stock	23,705

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEE JUNNING THERAVANCE, INC. 951 GATEWAY BLVD. SOUTH SAN FRANCISCO, CA 94080	Sr. VP, Technical Operations

Signatures

Junning Lee

08/15/2014

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This transaction was executed in multiple trades at prices from \$22.49 to \$22.53. The price reported above reflects the weighted average
(1) sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or the security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

(2) Exercisable immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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